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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 081198 6922A

AUTHORIZATION : Patricia Pigatto

COST LIMIT : \$ 78.75

ORDER DATE : December 29, 1998

ORDER TIME : 9:25 AM

ORDER NO. : 081198-005

600002724766--1

CUSTOMER NO: 6922A

CUSTOMER: Alfred G. Morici, Esq  
WEINER, MORICI & ARONSON, P.A.  
WEINER, MORICI & ARONSON, P.A.  
102 North Swinton Avenue

Delray Beach, FL 33444-2614

DOMESTIC FILING

NAME: GULF COAST CONSTRUCTION &  
INSPECTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

12/29/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 29 PM 1:11

DEC 29 11:10:12  
DIVISION OF CORPORATIONS

EFFECTIVE DATE

12/21/98

**ARTICLES OF INCORPORATION  
OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 29 PM 1:11

**GULF COAST CONSTRUCTION & INSPECTION, INC.**

**THE UNDERSIGNED**, acting as incorporator of a corporation under the Florida Business Corporation Act, F.S. Chapter 607, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is: GULF COAST CONSTRUCTION & INSPECTION, INC., and the principal place of business and mailing address of this corporation shall be 2711 N.E. 36th Street, Lighthouse Point, Florida 33064.

**ARTICLE II**

This corporation shall commence on the date of filing and acknowledgment of these Articles and the duration of this corporation is perpetual.

**ARTICLE III- STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

**ARTICLE IV - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

**ARTICLE V - SHAREHOLDER RIGHTS**

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also

apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article V pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

#### **ARTICLE VI - INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is 102 N. Swinton Avenue, Delray Beach, Florida 33444, and the name of its initial registered agent at that address is MICHAEL S. WEINER.

#### **ARTICLE VII - INCORPORATORS**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
JOHN C. CSAPO	2711 N.E. 36th Street Lighthouse Point, Florida 33064

#### **ARTICLE VIII** **COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS**

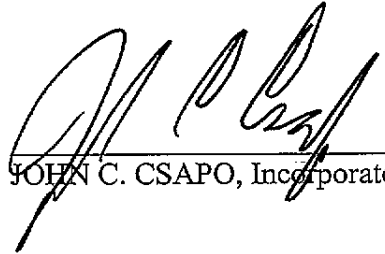
No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

**ARTICLE IX - BY-LAWS**

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED this 21<sup>st</sup> day of December, 1998.

A handwritten signature in dark ink, appearing to read "John C. CSAPO", is written over a horizontal line.

JOHN C. CSAPO, Incorporator

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 29 PM 1:11

The following is submitted pursuant to 48.091(1) and 607.0501, Florida Statutes:

GULF COAST CONSTRUCTION & INSPECTION, INC., desiring to organize under the laws of the State of Florida, being in the County of Broward at 2711 N.E. 36th Street, Lighthouse Point, Florida 33064, has named MICHAEL S. WEINER, located at 102 N. Swinton Avenue, Delray Beach, Florida 33444 as its initial registered agent to accept service of process within the State.

**ACKNOWLEDGMENT:**

Having been named As initial resident agent to accept service of process for the above stated corporation, at the initial registered office of the corporation in this State, and being familiar with the obligations of such position; I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

DATED this 15<sup>th</sup> day of December, 1998.

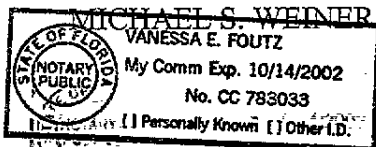
  
MICHAEL S. WEINER

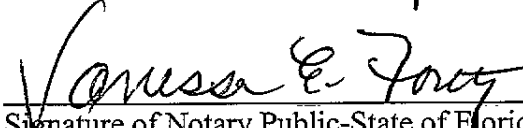
STATE OF FLORIDA )

) ss

COUNTY OF PALM BEACH )

Sworn to (or affirmed) and subscribed before me on this 15<sup>th</sup> day December, 1998, by



  
Signature of Notary Public-State of Florida

Vanessa E. Foutz  
Print, Type, or Stamp Commissioned Name of  
Notary Public

Personally Known            OR Produced Identification             
Type of Identification Produced